

**EXHIBIT B TO TILLINGHAST'S  
FOURTEENTH QUARTERLY:  
MONTHLY FEE APPLICATION  
FOR THE AUGUST 1-31, 2007**




Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **November 26, 2007 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) actuarial consultants to the FCR, Jennifer L. Biggs, Towers Perrin, 101 S. Hanley Rd., St. Louis, MO 63105; (ii) co-counsel to the FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005; (iii) co-counsel to the FCR, John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iv) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (v) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (vi) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vii) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (viii) co-counsel to the DIP Lender, J.

Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (ix) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (x) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (xi) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments should be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:   
\_\_\_\_\_  
Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
Columbia Center  
1152 15th Street, NW  
Washington, DC 20005  
(202) 339-8400  
Co-Counsel to David T. Austern, Future Claimants  
Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.  
John C. Phillips, Jr. (#110)  
1200 North Broom Street  
Wilmington, DE 19806  
(302) 655-4200  
(302) 655-4210 (fax)  
Co-Counsel to David T. Austern, Future Claimants  
Representative

Dated: November 5, 2007



**COMPENSATION SUMMARY**

August 2007

<b><u>Name of Professional Person</u></b>	<b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Year Obtained License to Practice, Area of Expertise</u></b>	<b><u>Hourly Billing Rate (including changes)</u></b>	<b><u>Total Billed Hours</u></b>	<b><u>Total Compensation</u></b>
Jenni Biggs	Consulting Actuary (22 years) FCAS	\$625	115.70	\$72,312.50
Julianne Callaway	Analyst (3 years) ACAS	\$300	97.50	\$29,250.00
Melissa Chung	Analyst (1 year)	\$295	3.40	\$1,003.00
Bryan Gillespie	Consulting Actuary (1 year) FCAS	\$400	116.40	\$46,560.00
Jeffrey Kimble	Consulting Actuary (6 years) ACAS	\$375	199.60	\$74,850.00
Steve Lin	Consulting Actuary (10 years)	\$425	5.50	\$2,337.50
Adam Luechtefeld	Analyst (4 years)	\$250	37.00	\$9,250.00
Alicia Oliver	Analyst (1 year)	\$170	23.00	\$3,910.00
Brent Petzoldt	Analyst (1 year)	\$235	6.50	\$1,527.50
Dave Powell	Consulting Actuary (22 years) FCAS	\$675	9.50	\$6,412.50
Rhamonda Riggins	Analyst (5 years)	\$295	16.50	\$4,867.50
Ollie Sherman	Consulting Actuary (22 years) FCAS	\$675	8.50	\$5,737.50
<b>Total Blended Rate: \$403.72</b>			<b>639.10</b>	<b>\$258,018.00</b>

**COMPENSATION BY PROJECT CATEGORY**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Data Analysis	639.10	\$258,018.00

**EXPENSE SUMMARY**

<b><u>Expense Category</u></b>	<b><u>Total</u></b>
Airfare	\$570.08
Taxi	\$98.00
Trains	\$123.00
Meals	\$44.16
Use of Own Car	\$29.10
Parking	\$32.00
Software	\$2,183.26
<b>Total Expenses</b>	<b>\$3,079.60</b>

<b>August 2007 – Grand Total</b>	<b>\$261,097.60</b>
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Respectfully submitted,

TOWERS PERRIN TILLINGHAUST

By:

*Jennifer L. Biggs*  
 Jennifer L. Biggs, FCAS, MAAA  
 101 S. Hanley Rd.  
 St. Louis, MO 63105  
 (314) 719-5843

Dated: Oct 30, 2007

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

VERIFICATION

STATE OF MISSOURI

COUNTY OF ST. LOUIS, TO WIT:

Jennifer L. Biggs, after being duly sworn according to law, deposes and says:

1. I am an actuarial consultant of the applicant consulting firm Towers Perrin Tillinghast.

2. I am familiar with the services rendered by Towers Perrin Tillinghast, actuarial consultants to David T. Austern as Future Claimants' Representative ("FCR"). The work performed on behalf of the FCR by professionals of the firm is described in the invoices attached as Exhibit A hereto.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.

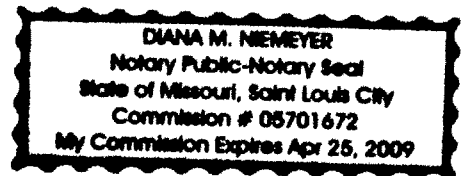
Jennifer L. Biggs  
JENNIFER L. BIGGS

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 30<sup>th</sup> DAY OF OCTOBER, 2007

Diana M. Niemeyer  
Notary Public Diana M. Niemeyer

My commission expires: 4-25-09



# EXHIBIT A



W.R. Grace (Bankruptcy)					
Towers Perrin Time Records					
Professional	Date	Hours	Rate	\$ Fees	Description
<b>Aug-07</b>					
Jenni Biggs	8/1/2007	7.50	\$625	\$4,687.50	Analysis
Jenni Biggs	8/2/2007	13.50	\$625	\$8,437.50	Analysis
Jenni Biggs	8/3/2007	3.00	\$625	\$1,875.00	Analysis
Jenni Biggs	8/13/2007	3.50	\$625	\$2,187.50	Analysis
Jenni Biggs	8/14/2007	1.80	\$625	\$1,125.00	Analysis
Jenni Biggs	8/15/2007	4.70	\$625	\$2,937.50	Analysis
Jenni Biggs	8/16/2007	3.70	\$625	\$2,312.50	Analysis
Jenni Biggs	8/17/2007	5.00	\$625	\$3,125.00	Analysis
Jenni Biggs	8/18/2007	1.00	\$625	\$625.00	Analysis
Jenni Biggs	8/19/2007	1.20	\$625	\$750.00	Analysis
Jenni Biggs	8/20/2007	13.80	\$625	\$8,625.00	Analysis
Jenni Biggs	8/21/2007	17.20	\$625	\$10,750.00	Analysis
Jenni Biggs	8/22/2007	7.50	\$625	\$4,687.50	Analysis
Jenni Biggs	8/22/2007	2.20	\$625	\$1,375.00	50% Non-Billable Travel
Jenni Biggs	8/23/2007	8.80	\$625	\$5,500.00	Meeting and Preparation
Jenni Biggs	8/24/2007	3.00	\$625	\$1,875.00	Analysis
Jenni Biggs	8/28/2007	3.20	\$625	\$2,000.00	Analysis
Jenni Biggs	8/29/2007	4.30	\$625	\$2,687.50	Analysis
Jenni Biggs	8/30/2007	7.00	\$625	\$4,375.00	Analysis
Jenni Biggs	8/31/2007	3.80	\$625	\$2,375.00	Analysis
		115.70		\$72,312.50	
Julianne Callaway	8/6/2007	6.40	\$300	\$1,920.00	Review Florence
Julianne Callaway	8/7/2007	3.10	\$300	\$930.00	Review Florence
Julianne Callaway	8/8/2007	5.40	\$300	\$1,620.00	Review Florence
Julianne Callaway	8/9/2007	3.50	\$300	\$1,050.00	Review Florence
Julianne Callaway	8/10/2007	6.80	\$300	\$2,040.00	Review Florence
Julianne Callaway	8/13/2007	7.40	\$300	\$2,220.00	Review Florence
Julianne Callaway	8/15/2007	6.70	\$300	\$2,010.00	Review Florence
Julianne Callaway	8/16/2007	5.30	\$300	\$1,590.00	Review Florence
Julianne Callaway	8/17/2007	7.00	\$300	\$2,100.00	Review Florence
Julianne Callaway	8/20/2007	7.00	\$300	\$2,100.00	Review Florence
Julianne Callaway	8/21/2007	8.40	\$300	\$2,520.00	Review Florence
Julianne Callaway	8/22/2007	7.80	\$300	\$2,340.00	Review Florence
Julianne Callaway	8/24/2007	1.50	\$300	\$450.00	Review Florence
Julianne Callaway	8/27/2007	4.40	\$300	\$1,320.00	Review Florence
Julianne Callaway	8/29/2007	5.90	\$300	\$1,770.00	Review Florence
Julianne Callaway	8/30/2007	4.30	\$300	\$1,290.00	Review Florence
Julianne Callaway	8/31/2007	6.60	\$300	\$1,980.00	Review Florence
		97.50		\$29,250.00	
Melissa Chung	8/1/2007	1.00	\$295	\$295.00	Analysis
Melissa Chung	8/3/2007	0.20	\$295	\$59.00	Analysis
Melissa Chung	8/13/2007	0.70	\$295	\$206.50	Analysis
Melissa Chung	8/16/2007	0.50	\$295	\$147.50	Analysis
Melissa Chung	8/21/2007	1.00	\$295	\$295.00	Analysis
		3.40		\$1,003.00	
Bryan Gillespie	8/1/2007	7.80	\$400	\$3,120.00	Analysis
Bryan Gillespie	8/2/2007	7.80	\$400	\$3,120.00	Analysis
Bryan Gillespie	8/3/2007	7.70	\$400	\$3,080.00	Analysis
Bryan Gillespie	8/6/2007	6.10	\$400	\$2,440.00	Analysis
Bryan Gillespie	8/7/2007	8.30	\$400	\$3,320.00	Analysis
Bryan Gillespie	8/8/2007	5.20	\$400	\$2,080.00	Analysis
Bryan Gillespie	8/9/2007	8.20	\$400	\$3,280.00	Analysis
Bryan Gillespie	8/10/2007	5.80	\$400	\$2,320.00	Analysis
Bryan Gillespie	8/14/2007	1.20	\$400	\$480.00	Analysis
Bryan Gillespie	8/15/2007	2.40	\$400	\$960.00	Analysis
Bryan Gillespie	8/16/2007	7.70	\$400	\$3,080.00	Analysis
Bryan Gillespie	8/17/2007	8.20	\$400	\$3,280.00	Analysis
Bryan Gillespie	8/18/2007	1.00	\$400	\$400.00	Analysis
Bryan Gillespie	8/19/2007	5.20	\$400	\$2,080.00	Analysis
Bryan Gillespie	8/20/2007	8.30	\$400	\$3,320.00	Analysis
Bryan Gillespie	8/21/2007	2.30	\$400	\$920.00	Analysis
Bryan Gillespie	8/22/2007	4.10	\$400	\$1,640.00	Analysis
Bryan Gillespie	8/23/2007	1.70	\$400	\$680.00	Analysis
Bryan Gillespie	8/23/2007	6.80	\$400	\$2,720.00	Meeting and Preparation
Bryan Gillespie	8/23/2007	2.60	\$400	\$1,040.00	50% Non-Billable Travel
Bryan Gillespie	8/24/2007	0.30	\$400	\$120.00	Analysis
Bryan Gillespie	8/27/2007	1.10	\$400	\$440.00	Analysis
Bryan Gillespie	8/28/2007	2.30	\$400	\$920.00	Analysis
Bryan Gillespie	8/29/2007	0.80	\$400	\$320.00	Analysis
Bryan Gillespie	8/30/2007	2.30	\$400	\$920.00	Analysis
Bryan Gillespie	8/31/2007	1.20	\$400	\$480.00	Analysis
		116.40		\$46,560.00	

W.R. Grace (Bankruptcy)					
Towers Perrin Time Records					
Professional	Date	Hours	Rate	\$ Fees	Description
Jeff Kimble	8/1/2007	9.40	\$375	\$3,525.00	Analysis
Jeff Kimble	8/2/2007	7.50	\$375	\$2,812.50	Analysis
Jeff Kimble	8/3/2007	7.20	\$375	\$2,700.00	Analysis
Jeff Kimble	8/4/2007	0.50	\$375	\$187.50	Analysis
Jeff Kimble	8/6/2007	5.90	\$375	\$2,212.50	Analysis
Jeff Kimble	8/7/2007	8.40	\$375	\$3,150.00	Analysis
Jeff Kimble	8/8/2007	5.00	\$375	\$1,875.00	Analysis
Jeff Kimble	8/9/2007	6.00	\$375	\$2,250.00	Analysis
Jeff Kimble	8/10/2007	6.20	\$375	\$2,325.00	Analysis
Jeff Kimble	8/12/2007	3.00	\$375	\$1,125.00	Analysis
Jeff Kimble	8/13/2007	7.50	\$375	\$2,812.50	Analysis
Jeff Kimble	8/14/2007	4.20	\$375	\$1,575.00	Analysis
Jeff Kimble	8/15/2007	8.70	\$375	\$3,262.50	Analysis
Jeff Kimble	8/16/2007	10.10	\$375	\$3,787.50	Analysis
Jeff Kimble	8/17/2007	12.80	\$375	\$4,800.00	Analysis
Jeff Kimble	8/19/2007	4.00	\$375	\$1,500.00	Analysis
Jeff Kimble	8/20/2007	7.90	\$375	\$2,962.50	Analysis
Jeff Kimble	8/21/2007	13.80	\$375	\$5,175.00	Analysis
Jeff Kimble	8/22/2007	9.80	\$375	\$3,675.00	Analysis
Jeff Kimble	8/23/2007	2.00	\$375	\$750.00	50% Non-Billable Travel
Jeff Kimble	8/23/2007	8.00	\$375	\$3,000.00	Meeting and Preparation
Jeff Kimble	8/24/2007	7.00	\$375	\$2,625.00	Analysis
Jeff Kimble	8/26/2007	2.50	\$375	\$937.50	Analysis
Jeff Kimble	8/27/2007	3.00	\$375	\$1,125.00	Analysis
Jeff Kimble	8/28/2007	3.50	\$375	\$1,312.50	Analysis
Jeff Kimble	8/29/2007	13.80	\$375	\$5,175.00	Analysis
Jeff Kimble	8/30/2007	11.60	\$375	\$4,350.00	Analysis
Jeff Kimble	8/31/2007	10.30	\$375	\$3,862.50	Analysis
		199.60		\$74,850.00	
Steve Lin	8/1/2007	1.00	\$425	\$425.00	Analysis
Steve Lin	8/2/2007	1.00	\$425	\$425.00	Analysis
Steve Lin	8/3/2007	0.50	\$425	\$212.50	Analysis
Steve Lin	8/10/2007	0.50	\$425	\$212.50	Analysis
Steve Lin	8/17/2007	2.00	\$425	\$850.00	Analysis
Steve Lin	8/24/2007	0.50	\$425	\$212.50	Analysis
		5.50		\$2,337.50	
Adam Luechtefeld	8/6/2007	0.50	\$250	\$125.00	Preparing Exhibits
Adam Luechtefeld	8/21/2007	3.00	\$250	\$750.00	Preparing Exhibits
Adam Luechtefeld	8/22/2007	8.00	\$250	\$2,000.00	Preparing Exhibits
Adam Luechtefeld	8/27/2007	1.00	\$250	\$250.00	Preparing Exhibits
Adam Luechtefeld	8/28/2007	7.50	\$250	\$1,875.00	Preparing Exhibits
Adam Luechtefeld	8/29/2007	9.50	\$250	\$2,375.00	Preparing Exhibits
Adam Luechtefeld	8/30/2007	7.50	\$250	\$1,875.00	Preparing Exhibits
		37.00		\$9,250.00	
Alicia Oliver	8/2/2007	5.50	\$170	\$935.00	Analysis
Alicia Oliver	8/3/2007	8.00	\$170	\$1,360.00	Analysis
Alicia Oliver	8/6/2007	4.00	\$170	\$680.00	Analysis
Alicia Oliver	8/7/2007	3.50	\$170	\$595.00	Analysis
Alicia Oliver	8/29/2007	2.00	\$170	\$340.00	Analysis
		23.00		\$3,910.00	
Brent Petzoldt	8/6/2007	2.80	\$235	\$658.00	Updating Exhibits
Brent Petzoldt	8/20/2007	2.00	\$235	\$470.00	Updating Exhibits
Brent Petzoldt	8/22/2007	1.10	\$235	\$258.50	Updating Exhibits
Brent Petzoldt	8/24/2007	0.60	\$235	\$141.00	Updating Exhibits
		6.50		\$1,527.50	
Dave Powell	8/17/2007	2.50	\$675	\$1,687.50	Peer review
Dave Powell	8/22/2007	4.20	\$675	\$2,835.00	Peer review
Dave Powell	8/31/2007	2.80	\$675	\$1,890.00	Peer review
		9.50		\$6,412.50	
Rhamonda Riggins	8/2/2007	4.00	\$295	\$1,180.00	RUST Database
Rhamonda Riggins	8/3/2007	1.00	\$295	\$295.00	RUST Database
Rhamonda Riggins	8/6/2007	2.00	\$295	\$590.00	RUST Database
Rhamonda Riggins	8/7/2007	4.00	\$295	\$1,180.00	RUST Database
Rhamonda Riggins	8/8/2007	2.00	\$295	\$590.00	RUST Database
Rhamonda Riggins	8/13/2007	0.50	\$295	\$147.50	RUST database
Rhamonda Riggins	8/15/2007	1.00	\$295	\$295.00	RUST database
Rhamonda Riggins	8/16/2007	0.50	\$295	\$147.50	RUST database
Rhamonda Riggins	8/17/2007	0.50	\$295	\$147.50	RUST database
Rhamonda Riggins	8/22/2007	1.00	\$295	\$295.00	RUST Database
		16.50		\$4,867.50	
Ollie Sherman	8/6/2007	1.00	\$675	\$675.00	Review of Supplemental/Rebutal report
Ollie Sherman	8/20/2007	1.00	\$675	\$675.00	Review Report
Ollie Sherman	8/22/2007	2.00	\$675	\$1,350.00	Review of Updated report
Ollie Sherman	8/23/2007	4.00	\$675	\$2,700.00	Meeting with Orrick
Ollie Sherman	8/29/2007	0.50	\$675	\$337.50	Discussions of Revised report
		8.50		\$5,737.50	
		639.10		\$258,018.00	